

**BY-LAWS
FOR THE
DEVELOPMENTAL DISABILITIES ALLIANCE OF WESTERN NEW YORK**

ARTICLE I. NAME

The name of the organization shall be the Developmental Disabilities Alliance of Western New York (hereinafter referred to as DDAWNY.) Western New York refers to the DDAWNY service area.

ARTICLE II. MEMBERSHIP

Membership in the Alliance shall be limited to individuals who serve as Executive Directors or Chief Executive Officers of voluntary developmental disabilities agencies (tax exempt, not-for-profit corporations which provide services to people with Developmental Disabilities), in the WNYDDSO service area. All candidates for membership must apply to the board of Directors for nomination to membership and must be approved by a two-thirds vote of the DDAWNY Board of Directors. Multi-service agencies who provide Developmental Disabilities services as an ancillary service, and who otherwise meet the criteria for membership, may designate a staff person who oversees those Developmental Disabilities services and who is authorized by the Executive Director and who can speak and act on behalf of their agency to serve as a member of DDAWNY. The Executive Director or Chief Executive Officer of an agency may appoint, by written proxy, a staff person as a representative to take action on their behalf as a Member. See Appendix "A" for the Members Proxy Statement.

A. Powers/Duties of Members.

- i. Elect the Board of Directors and Officers
- ii. Elect Chairpersons of Standing Committees
- iii. Approve the Amendment of the Certificate of Incorporation
- iv. Approve the Repeal or Amendment of the By-Laws
- v. Approve Corporate Changes i.e., merger, dissolution, etc.

B. Annual Meeting.

The annual meeting of the Members of the Alliance shall be held at such place and time as may be designated by the Board of Directors. The Board of Directors of the Alliance shall be elected at the annual meeting by the Members.

C. Special Meetings.

Special meetings may be called by the Board or by such person or persons authorized in the Certificate of Incorporation or the By-Laws. In any case, such meetings may be convened by the Members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting,

who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two (2) nor more than three (3) months from the date of the written demand. Notice shall be sent out by the Secretary within five (5) business days of receipt of the demand, stating purpose(s) for which the meeting was called and the time and place where it is to be held, to the Members as it appears on the records of the Corporation.

D. Notices of Regular or Annual Meetings.

Notice of each regular or annual meeting of the Members shall be given by the Secretary in the manner required by law and by mailing, not less than ten (10) nor more than fifty (50) days before such meeting.

E. Quorum.

One-third (1/3) of the Members of the Corporation shall constitute a quorum at any meeting thereof. If a meeting is called at which a quorum is not present, the Members then present may adjourn the meeting to a subsequent date to be determined by them.

F. Procedure.

The order of business and all other matters of procedure at every meeting of the Corporation may be determined by the presiding officer. Any corporate business which the Members is required or permitted to transact may be transacted at the annual meeting if a quorum be present, by a majority vote of the Members present, without previously specifying in the notice of the meeting the nature of the business which is to be transacted, except as otherwise specifically provided herein. At special meetings of the Members of the Corporation, no business shall be transacted or acted upon which is not mentioned in the notice of such special meeting and if a quorum be present, a majority vote of the Members present is required to transact business.

G. Voting

Each Member shall have one vote, and all actions of the Members shall be taken by the vote of a majority of the Members present at duly convened meeting of the Members at which a quorum is present.

H. Written Consent of Members Without a Meeting

Whenever by law the Members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the actions so taken, signed by the Members entitled to vote thereon, written consent thus given by the Members entitled to vote shall have the same effect as a unanimous vote of the Members.

ARTICLE III. BOARD OF DIRECTORS

A. Basic Structure of Membership.

The affairs and business of this Corporation, except as otherwise provided by statute, the Certificate of Incorporation, or these Bylaws, shall be managed and conducted by a Board of Directors consisting of not less than 3, elected pursuant to Article II at an annual meeting of the Members, or at any meeting held in lieu of such annual meeting, which meeting, for purposes of these bylaws, shall be deemed to be the annual meeting. All such Directors shall be 21 years of age, or more, and at least one shall be a citizen of the United States and a resident of the State of New York.

B. Composition.

The Board of Directors shall be composed of the following, all of whom must be Members of DDAWNY, except the Chairperson of the Consumer Standing Committee.

1. The four (4) Officers: President, Vice President, Secretary, Treasurer.
2. The Chairpersons of the Standing Committees:
Standing Committees are those that are directly connected and report to the Board, as described in Article V of these bylaws.

C. Terms.

Directors shall be appointed to a two (2) year term.

D. Duties

The Board of Directors shall have the control and general management of the affairs and business of the corporation. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Corporation as it may deem proper, not inconsistent with the laws of the State of New York, the Certificate of Incorporation, these Bylaws, or the policies prescribed by the Members. Other duties of the Board include:

- i. Hiring and firing of staff,
- ii. Designation of Standing, General, and Ad-Hoc Committees,
- iii. Fundraising,
- iv. Oversight of funds and investments,
- v. Indemnification,
- vi. Interested Director Contracts

E. Vacancies.

Newly created Directorships resulting from an increase in the number of Directors, and vacancies occurring in the Board of Directors for any reason shall be filled by votes of the Members, at any meeting of such Members, notice of which shall have referred to the proposed action. If any such newly created Directorships or vacancies occurring in the Board of Directors for any reason shall not be filled prior to the next annual meeting of the voting Members, they shall be filled by vote of such voting Members at that time. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Director whom he or she is replacing. A Director appointed to a newly created Directorship shall have a term as designated by the voting Members.

F. Resignation and Removal.

Any Director of the Corporation may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any such resignation shall be effective upon acceptance by the Board of Directors.

If any Director is absent from two consecutive meeting of the Board of Directors, without being excused for a cause and having provided advance notification to the Secretary, the Board of Directors at a meeting, notice of which shall have referred to the proposed action, may remove such Director by majority vote. A Director may also be removed by action of the Board or Members for cause, such as behavior which is considered to be detrimental to the best interests of the organization. The Members may also remove a Director without cause. Action to terminate a Director's membership on the Board can be taken only at a regular meeting of the Board, and only after the Director whose removal is being considered has been given written notice of such proposed removal.

G. Contracts with Corporation.

No Director shall be interested, directly or indirectly, in any contract relating to the operations of the Corporation, nor in any contract for furnishing supplies thereto, unless authorized by the concurring vote of a majority of the Members not including the vote(s) of the interested Director(s).

H. Compensation.

No Director of the Corporation shall receive, directly or indirectly, salary, compensation or emolument from the Corporation, except reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the corporation.

I. Regular Meetings.

The Board of Directors shall hold at least one regular meeting each year on a schedule to be determined by the Board of Directors.

J. Special Meetings.

Special meetings of the Board of Directors may be called at any time by the President, and must be called on written request by 1/3 of the Directors.

K. Annual Meeting.

The annual meeting of the Board of Directors shall be deemed to be such regular meeting as the Board of Directors shall designate.

L. Notice of Meetings.

Notice of all meetings of the Board of Directors, including regular meetings established by resolution of the Board, shall be given to each Director of the Board by the President, by mail, facsimile transmission, telegram or personally at least twenty-four (24) hours before the time set for such meeting. Such notice shall specify the date, place, and hour of such meeting and the business to be transacted at such meeting.

M. Quorum

At all meetings of the Board of Directors, fifty percent (50%) of the entire Board shall constitute a quorum for the transaction of business. In the event that a quorum is not present, a lesser number may adjourn the meeting to some future date, not more than ten (10) days later. Notice shall be given to the remainder of Directors not present at the time of the adjournment. Any meeting where a quorum is present, the meeting may also be adjourned with notice given to all Directors not present at the time of the adjournment.

N. Voting

Board of Directors shall have one vote, and all actions of the Board shall be taken by the vote of a majority of the Directors present at a duly convened meeting of the Board at which a quorum is present. Proxy voting is not allowed.

O. Procedure.

The order of business and all other matters of procedure at every meeting of the Directors may be determined by the person presiding at the meeting.

P. Action Without a Meeting

Any action required or permitted to be taken by the Board or Board of Directors' Committee thereof may be taken without a meeting if all Directors of the Board or individuals serving on the Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors of the Board or individuals serving on the Committee shall be filed with the minutes of the proceedings of the Board or Committee.

Q. Attendance.

Board of Directors are required to attend a minimum of 50% of the Board of Directors Meetings. Sanctions, if any, for the failure to comply with the minimum attendance requirements including the forfeiture of voting privileges, shall be established by the Board.

R. Presence at Meeting by Telephone

Board of Directors or any individuals serving on a Committee thereof may participate in a meeting of such Board or Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

ARTICLE IV. OFFICERS

The Members shall appoint or elect a President, a Vice President, a Secretary, and a Treasurer. Officers of DDAWNY shall be chosen from the ranks of the Members.

A. Term of Office.

The President, the Vice President, the Secretary, and the Treasurer shall be elected by a simple majority vote of the Members, and shall serve a two (2) year renewable term.

B. The President.

The President shall:

1. Preside at all meetings of the Board of Directors and the Members
2. The President may also represent the Corporation in official capacities.
3. The Secretary shall issue or cause to be issued or published, notices of all meetings of the Board of Directors and Members, when such notices are required by law or these Bylaws.

C. Vice President.

The Vice President will assist the President in the discharge of his or her duties and preside at meeting of the Corporation or Board of Directors in the absence of the President. In any case where the President is unable to act, the Vice President will perform the duties of the office of President.

D. Secretary.

The Secretary, or a staff assistant under the Secretary's discretion, shall keep the minutes, and a full record of action taken or business transacted, of all meetings of the Board of Directors and Members. The Secretary will distribute all minutes in a timely fashion to all Directors and Members as appropriate.

E. Treasurer.

The Treasurer shall report to the Board of Directors at each regular meeting, the income and expenditures for the period. The Treasurer shall process the financial transactions of the Corporation in an appropriate manner.

F. Officer Standards Prerequisites.

Officers must be a Member of DDAWNY in good standing.

G. Officers Holding Two or More Offices.

Any two or more offices, except those of President and Secretary, may be held by the same person, but no officer shall execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

H. Compensation.

No officer of the corporation shall receive, directly or indirectly, salary, compensation or emolument from the Corporation, except reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

ARTICLE V. STANDING COMMITTEES

The Board by majority vote may designate/delete/reorganize Standing Committees. The Members by majority vote elect the Chairpersons of the Standing Committees. Nominations are accepted from Members for all of the Standing Committee positions **except** for the Coalition of Self Advocates and Parents Standing Committee Chair shall only be accepted from representatives of the Coalition Groups, with a limit of one nomination per group. Only members of the Coalition of Self Advocates and Parents Groups are qualified to run for Chairperson of the Coalition of Self Advocates and Parents Standing Committee. The Board by majority may designate/delete (except as in ARTICLE V. (B)below) reorganize Standing Committees. The Members by majority vote elect the Chairpersons of the Standing Committees.

A. Terms.

Chairpersons shall be appointed to a two (2) year term.

B. Review.

Each Standing Committee will have a Sunset Provision that will be reviewed on an annual basis, except for the Coalition of Self Advocates and Parents Standing Committee.

C. Meetings.

The Standing Committees shall meet at such times and places as the Chairpersons determine and the notice of the meeting shall specify.

D. Minutes

The Standing Committees shall keep regular minutes of the proceedings and report its actions to the Board of Directors.

ARTICLE VI. GENERAL AND AD HOC COMMITTEES

General and Ad Hoc Committees may be appointed by the Chairpersons of Standing Committees, or the Board of Directors, as deemed necessary to further the purpose of the organization. General and Ad Hoc Committees shall exist on an as-needed basis, and each General and Ad Hoc Committee will have a Sunset Provision that will be reviewed on an annual basis.

ARTICLE VII. DUES

Dues of a new Member shall be prorated from the first day of the month in which such membership begins for the remainder of the fiscal year of the Corporation. Sanctions, if any, for the failure to pay dues on a timely basis including the forfeiture of voting privileges, shall be established by the Board.

ARTICLE VIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. Right of Indemnification.

To the fullest extent authorized by law, the Corporation, upon affirmative vote of the Board of Directors, a quorum of directors being present at the time of the vote who are not parties to the actual proceeding, shall:

- A. Advance to any present or former officer or Director of the Corporation or the personal representative thereof, made or threatened to be made a party in any criminal or civil action, suit or proceeding by reason of the fact that he or she, or his or her testator or intestate, is or was a Director or officer of the Corporation, or served any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity at the request of the Corporation, all sums found by the Board, so voting, to be necessary and appropriate to enable said Director or officer to conduct his or her defense, or appeal, in the action or proceeding; and
- B. Indemnify such Director or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for the sums advanced to the Director or officer pursuant to clause one of this paragraph.
- C. If the action is "a derivative action" no such indemnification shall be made until a court of competent jurisdiction determines upon application that upon review of all the circumstances of the case of the Director or officer is fairly and reasonably entitled to be indemnified for such portion of the settlement amount and expenses as the court deems proper.
- D. If a quorum as defined in the preamble to this provision cannot be obtained, indemnification may be authorized by the Board of Directors upon the opinion in writing of independent legal counsel that indemnification is proper under the circumstances because the applicable standard of conduct set forth in N-PLC

sections 721 or 722 or successor codifications has been met by such Director or officer or by the Members of the Corporation upon a finding that the Director or officer has met the applicable standard of conduct in said two sections or their successor codifications.

- E. If an officer or Director desires indemnification as set forth herein, at all times, the Director or officer shall be under a duty to fully disclose to the Corporation his litigation costs as they occur, attorney's fees, settlement offers and in general, the monies sought to be reimbursed by the Corporation. If a Director or officer otherwise fails to disclose said financial data or fails to otherwise cooperate with the Corporation, then regardless of whether the standards under the N-PCL or successor codifications are met, the officer or Director waives any right to indemnification.

B. Advancement of Expenses.

Expenses incurred by a Director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such Director or officer to repay such advancement in case such Director or officer is ultimately found not to be entitled to indemnification as authorized by this Article and (b) approval by the Board of Directors acting by a quorum consisting of Directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by the Members of the Corporation.

C. Availability and Interpretation.

To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article (a) shall be available with respect to events occurring prior to the adoption of this Article, (b) shall continue to exist after any rescission or restrictive amendment of this Article with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Director or officer (or, if applicable, at the sole discretion of the testator or intestate of such Director or officer seeking such rights), on the basis of applicable law in effect at the time such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the Director or officer for whom such rights are sought were parties to a separate written agreement.

D. Other Rights.

The rights of indemnification and to the advancement of expenses provided in this Article shall not be deemed exclusive or any other rights to which any Director or officer of the Corporation or other person may now or hereafter be otherwise entitled, whether contained in the Certificate of Incorporation, the Bylaws, a resolution of the Members of the Corporation, a resolution of the Board of Directors or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancements of expenses provided in this Article shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Director or officer of the

Corporation or other person in any action or proceeding to have assisted or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

E. Severability

If this Article or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable and the remainder of this Article shall remain fully enforceable. Any payments made pursuant to this Article shall be made only out of funds legally available therefore.

ARTICLE IX. CORPORATE FINANCE

The funds of the Corporation shall be deposited in its name with such banks, trust companies, investment companies or other depositories as the Board of Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees as the Board of Directors from time to time may designate. No officers, agents or employees of the Corporation, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as provided in this section.

A. Budget

The Board shall prepare and adopt a budget for each fiscal year. The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board of Directors.

B. Loans to Directors and Officers

No loans shall be made by the Corporation to its Directors and officers.

C. Gifts

The Board of Directors, committees or any authorized officer, employee or agent of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purposes of the Corporation, as further set forth in the Certificate of Incorporation of the Corporation. The Board of Directors reserve the right to decline gifts made to the organization.

D. Voting of Securities Held by the Corporation

Stocks or other securities owned by the Corporation may be voted in person or by proxy as the Board of Directors shall specify. In the absence of any direction by the Board of Directors such stocks or securities shall be voted by the President.

E. Income from Corporation Activities

All income from activities of the Corporation shall be applied or utilized as provided in the Certificate of Incorporation of the Corporation.

ARTICLE X. AMENDMENTS

A. Procedure for Amending Bylaws.

Bylaws of the Corporation may be adopted, amended or repealed at any regular or special meeting of the Members, notice of which shall have included specification of the proposed action, by a 51% vote of such voting Members of the Corporation. Any such amendment or repeal may be made only if thirty (30) days written notice of the nature of the proposed change is given to all Members in advance of such meeting.

Adopted by vote of the Members of DDAWNY on:

Date

Secretary

MEMBERS PROXY STATEMENT

I, _____, Chief Executive Officer of _____,
Name Agency
Hereby designate the following staff _____ as my
Name
Representative at the Members Meeting being held this _____ day of _____, 200_.

Chief Executive Officer of:

Date